1. Name of Registrant	2. Registration No.
CLEARY, GOTTLIEB, STEEN & HAMILTON	508
3. This amendment is filed to accomplish the following indica	ted purpose or purposes:
☐ To correct a deficiency in	☐ To give a 10-day notice of a change in information as required
☐ Initial Statement	by Section 2(b) of the Act.
□ Supplemental Statement for	Other purpose (specify) To register for an additional foreign principal
☐ To give notice of change in an exhibit previously filed.	
4. If this amendment requires the filing of a document or doc Exhibit A to Registration Statement	(Form CRM-157)
Exhibit B to Registration Statement Short-Form Registration Statements	

5. Each item checked above must be explained below in full detail together with, where appropriate, specific reference to and identity of the item in the registration statement to which it pertains. If more space is needed, full size insert sheets may be used.

BNS, Inc. is added as a new foreign principal in the firm's registration statement (see attached Exhibits A and B). Short-Form Registration Statements (see attached) are being filed concurrently for attorneys engaged in registrable activities on behalf of the new foreign principal.

The undersigned swear(s) or affirm(s) that he has (they have) read the information set forth in this amendment and that he is (they are) familiar with the contents thereof and that such contents are in their whiteety true and accurate to the best of his (their) knowledge and belief.
knowledge and belief.
(Both copies of this amendment shall be signed and sworn to before a notary public or other person authorized to administer oaths by the agent, if the registrant is an individual, or by a
in the United States, if the registrant is an organization.) John S. Magney
Subscribed and sworn to before me at the District of Columbia
this 18th day of april , 1988 Janice S. Rochuck
(Notary or other officer)
My Commission Expires February 14, 1989
My commission expires



Furnish this exhibit for EACH foreign principal listed in an initial statement and for EACH additional foreign principal acquired subsequently.

1. Name and address of registrant Cleary, Gottlieb, Steen & Hamilton 1752 N Street, N.W. Washington, D.C. 20036			2. Registration No.
3. Name of foreign principal		4. Principal address	of foreign principal
BNS, Inc.		c/o Gifford-Hil 300 E. John Car Irving, TX 7506	1 & Co., Inc. penter Freeway
5. Indicate whether your foreign principal is one of the follo	wing type:		
☐ Foreign government			
☐ Foreign political party			
☐ Foreign or ☑ domestic organization: If either, check or	ne of the following:		
☐ Partnership	□ Committee		
⊠ Corporation	☐ Voluntary group		
☐ Association	☐ Other (specify) _		
☐ Individual—State his nationality			
6. If the foreign principal is a foreign government, state:			
a) Branch or agency represented by the registrant.			
b) Name and title of official with whom registrant deals.	N/A 88	20 to 1	
7. If the foreign principal is a foreign political party, state:	79 79 79 79 79 79 79 79		
a) Principal address		150 150	
b) Name and title of official with whom the registrant deal	s. N/A ::		
c) Principal aim			

8. If the foreign principal is not a foreign government or a foreign political party,

a) State the nature of the business or activity of this foreign principal

BNS, Inc. is a private entity which was incorporated in the State of Delaware for the purpose of consummating the acquisition of Koppers Company, Inc. It is owned, through various subsidiaries, by Beazer, PLC (a British company); NatWest Investment Bank Limited (a British company); and Shearson Lehman Brothers Holdings, Inc. (a U.S. company). The principal stockholder of BNS, Inc. is a subsidiary of Beazer PLC.

b)	Is	this	foreign	prin	cipal
υ,	10	CILLO	TOT OTHER		

Owned by a foreign government, foreign political party, or other foreign principal	No □
Directed by a foreign government, foreign political party, or other foreign principal Yes	No □
Controlled by a foreign government, foreign political party, or other foreign principal Yes 🔀	No □
Financed by a foreign government, foreign political party, or other foreign principal Yes	No □
Subsidized in whole by a foreign government, foreign political party, or other foreign principal Yes	No 🙀
Subsidized in part by a foreign government, foreign political party, or other foreign principal Yes	No ₽

9. Explain fully all items answered "Yes" in Item 8(b). (If additional space is needed, a full insert page may be used.)
BNS, Inc. is a private enterprise which is owned and financed, through subsidiaries, by Beazer PLC, Beazer House, Lower Bristol Road,
Bath BA2 3EY, England, NatWest Investment Bank Limited, 41 Lothbury,
London EC2P 2BP, England and Shearson Lehman Brothers Holdings, Inc.,
American Express Tower, World Financial Center, New York, New York 10285;
and is directed and controlled, through a subsidiary, by Beazer PLC,
Beazer House, Lower Bristol Road, Bath BA2 3EY, England. The principal stockholder of BNS, Inc. is a subsidiary of Beazer PLC.

N/A

Date of Exhibit A

April 18, 1988

Name and Title
Douglas E. Kliever,
Partner

Signatur

^{10.} If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

Exhibit B To Registration Statement

OMB No. 1105-0007

Under the Foreign Agents Registration Act of 1938, as amended

INSTRUCTIONS: A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements; or, where no contract exists, a full statement of all the circumstances, by reason of which the registrant is acting as an agent of a foreign principal. This form shall be filed in duplicate for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

Name of Registrant

CLEARY, GOTTLIEB, STEEN & HAMILTON

BNS, Inc.

Check Appropriate Boxes:

- 1.

 The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach two copies of the contract to this exhibit.
- 2. There is no formal written contract between the registrant and foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach two copies of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
- 3. A The agreement or understanding between the registrant and foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and the expenses, if any, to be received. We have been requested orally to provide legal services to the foreign principal, some of which could be regarded as requiring registration. The term of our engagement is indefinite. We will be compensated for our efforts in accordance with our normal billing practice, under which fees are set primarily on the basis of time expended by our professional staff. In addition, it is understood that we will be reimbursed for disbursements, including costs of communication, photocopies, word processing, travel and postage.
- 4. Describe fully the nature and method of performance of the above indicated greement or understanding.

The above indicated understanding will be performed by our furnishing legal services as may be requested by the foreign producipal from time to time. This may include assisting of representing the foreign principal at meetings or in communication with U.S. government or state officials.

	A THE COLUMN THE PARTY OF THE P	
•	-2 - 17 - 17 - 18 - 18 - 18 - 18 - 18 - 18	
5. Describe fully the activities the registrant engages in or	r proposes to engage in on behalf of the above foreign prir	ncipal.
		•
See answer to question 4.		
	·	
	The state of the s	
	and the second s	
	ignite de la companya del companya del companya de la companya de	
6 Will the activities on behalf of the above foreign princi-	pal include political activities as defined in Section 1(o) of	45. 4 -401
Yes St. No 🗆	pai include positical activities as defined in Section 1(0) of	ine Act?
•		
If yes, describe all such political activities indicating, am- together with the means to be employed to achieve this	ong other things, the relations, interests or policies to be	influenced
together with the means to be employed to achieve this		
Coo anguar to quanties 4		
See answer to question 4.		
•	en e	

Date of Exhibit B

Name and Title

April 18, 1988

Douglas E. Kliever, Partner Signature

Political activity as defined in Section 1(0) of the Act means the dissemination of political propagands and any other activity which the person engaging therein believed will, or which he intends to; prevail upon, indoctrinate, convert, induce, persuade, or in any other way influence any agency or official of the Government of the United States or any section of the politic within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

Washington, D.C. 20530

Under the Foreign Agents Registration Act of 1938, as amended

Each partner, officer, director, associate, employee and agent of a registrant is required to file a short form registration statement unless he engages in no activities in furtherance of the interests of the registrant's foreign principal or unless the services he renders to the registrant are in a secretarial, clerical, or in a related or similar capacity.

1. Name	Registration No.
Laurent Alpert	508
2. Residence Address 420 East 54th Street, Apt. #23F New York, NY 10022	3. Business Address One State Street Plaza New York, NY 10004
4. Date and Place of Birth November 13, 1946; Paris, France Present Citizenship U.S.A.	5. If present citizenship was not acquired by birth, indicate when, where, and how acquired. Naturalized on April 6, 1965 Eastern District of New York
6. Occupation	
Attorney	· · · · · · · · · · · · · · · · · · ·
7. What is the name and address of the individual or organ statement?Name Cleary, Gottlieb, Steen & Hamilton	Address One State Street Plaza New York, NY 10004
8. List every foreign principal of the individual or organization	ion named in Item 7.
CSR Limited, Sydney, Australia; The G	overnment of the Philippines; BNS, Inc.
9. Indicate your connection with the individual or organizat ☐ partner ☐ director ☐ officer ☐ associate ☐ other (specify)	ion named in Item 7: □ employee □ agent
	vill render to the individual or organization named in Item 7. If you ast services. (If space is insufficient, a full insert page must be used.)
As a partner in the law firm of Cle	ary, Gottlieb, Steen & Hamilton,

the registrant, I perform services upon its request and on behalf of its foreign principal, BNS, Inc. This is expected to include such legal services as may be requested by MNS; Inc. from time to time and

as could be regarded as requiring registration.

	Do any of the at ☐Yes □ No		s include political a	activity as defined in the	footnote below?	
	If yes, fully desc	ribe such political acti	vity.			
	I may be or in com	asked to assimunications w	st or repres ith U.S. gov	ent BNS, Inc. avernment and/or	at meetings state offici	als.
	☐ full time basis		Ø ра	art time basis		□ special basis
13.	What compensat ☐ Salary: Amou	tion are you receiving ant \$ per	or will receive for	above services? See Commission at	Footnote 1 % of	
	☐ Fee: Amount	\$		☐ Other thing of value	·	
14.	What compensat	tion or thing of value h	nave you received	o date for above service	See Footn	ote 1
	Date		From Whom I	Received		Amount
	make any contrib nection with an e didates for politi	outions of money or oth	ner things of value fi ne or in connection v No 凶	ur obligation to register to om your own funds or po with any primary election	ossessions and on you	r own behalf in con-
	Date	Amount of thing of value	рс	Name of ditical organization		Name of candidate
		Date of Signature	(98P		Signature	
		Subscribed	and sworn to befo	re me at New YOR	K, New YOR	Κ
this	15th			88.		
Му	commission exp	iresFebrua	iry 28	Signature, 19	e of notary or other of CATHERINI Notary Public, Sta No. 244 Qualification of Certificate The foreign	E VERGA Le of New York 899778 Ings County Jew York County
	will, or which he States or any sect with reference to	intends to, prevail upon, indoct tion of the public within the Un political or public interests, po	rinate, convert, induce, pe ited States with reference t olicies, or relations of a go	ion of political propaganda and an esuade, or in any other way influen o formulating, adopting, or changi evernment of a foreign country or or will be rece	ice any agency or official of the ng the domestic or foreign pol a foreign political party.	Government of the United icies of the United States or
ro	otnote 1:	no compensati	Oir mas neem	OT MITT DE LEC	carca by me a	

with these services other than the proportion of net earnings of the firm received by me for all work done by me for the law firm (the registrant) of which I am a partner.

OMB No. 1105-0013 Approval Expires Oct. 31, 1986

Under the Foreign Agents Registration Act of 1938, as amended

Washington, D.C. 20530

Each partner, officer, director, associate, employee and agent of a registrant is required to file a short form registration statement unless he engages in no activities in furtherance of the interests of the registrant's foreign principal or unless the services he renders to the registrant are in a secretarial, clerical, or in a related or similar capacity.

1. Name	Registration No.
Lawrence B. Friedman	508
2. Residence Address 300 East 46th Street, Apt. #16D New York, NY 10017	3. Business Address One State Street Plaza New York, NY 10004
4. Date and Place of Birth	5. If present citizenship was not acquired by birth, indicate
April 10, 1957; Bronx, New York Present Citizenship	when, where, and how acquired.
U.S.A.	N/A
6. Occupation	
Attorney	
Name Cleary, Gottlieb, Steen & Hamilton	One State Street Plaza Address New York, NY 10004
8. List every foreign principal of the individual or organization CSR Limited, Sydney, Australia; The	ation named in Item 7. Government of the Philippines; BNS, Inc.
9. Indicate your connection with the individual or organiz □ partner □ officer □ other (specify)	eation named in Itém 7: — employee — agent
As an associate in the law firm of the registrant, I perform services its foreign principal. BNS. Inc.	r will render to the individual or organization named in Item 7. If you past services (If see is insufficient, a full insert page must be used.) Cleary, Gestlieb Steen & Hamilton, upon its request and on behalf of This is expected to include such by BNS, Inc. from time to time and

as could be regarded as requiring registration.

If yes, fully describe such political activity. I may be asked to assist or represent BNS, Inc. at meetings or in communications with U.S. government and/or state officials. 12. The services described in Item 10 are to be rendered on a full time basis full basis full basis full time basis full basis full time basis full basis full basis full time basis full	•	ne above described service No	es include political activity a	s defined in the foot	note below?
12. The services described in Item 10 are to be rendered on a	If yes, fully	describe such political act	ivity.		
Gull time basis	I may h or in c	pe asked to assi- communications w	st or represent Bi ith U.S. governmer	NS, Inc. at m nt and/or sta	eetings te officials.
Gull time basis					
13. What compensation are you receiving or will receive for above services? See Footnote 1 Salary: Amount S		basis	🖺 part time	basis	☐ special basis
14. What compensation or thing of value have you received to date for above services? See Footnote 1 Date From Whom Received Amount 15. During the period beginning 60 days prior to the date of your obligation to register to the time of filing this statement, did you make any contributions of money or other things of value from your own funds or possessions and on your own behalf in connection with any perimary election, convention, or caucus held to select can didates for political office? Yes No Solomo Name of Name of Name of Political office or in connection with any primary election, convention, or caucus held to select can didate for political office? Yes No Solomo Name of Name of Name of Candidate of thing of value political organization candidate N/A April 15,1568 Date of Signature Subscribed and sworn to before me at New York, New York, New York New York, New York New York Organization of Name of Notary Public, State of New York Organization New York Organizatio		nsation are you receiving	or will receive for above se	rvices? See Foo mission at	otnote 1 % of
Date From Whom Received Amount 15. During the period beginning 60 days prior to the date of your obligation to register to the time of filing this statement, did you make any contributions of money or other things of value from your own funds or possessions and on your own behalf in connection with an election to political office or in connection with any primary election, convention, or caucus held to select can didates for political office? Yes \(\) No \(\) If yes, furnish the following information: Amount of Name of Name of Name of Candidate N/A April 15.1588 Date of Signature Subscribed and sworn to before me at Signature New York, New York Notary Public, State of New York Notary Public, State	□ Fee: Amo	ount \$	□ Othe	r thing of value	
15. During the period beginning 60 days prior to the date of your obligation to register to the time of filing this statement, did you make any contributions of money or other things of value from your own funds or possessions and on your own behalf in con nection with an election to political office or in connection with any primary election, convention, or caucus held to select can didates for political office? Yes \(\) No \(\) If yes, furnish the following information: Amount of Name of Name of Name of thing of value political organization candidate N/A Agril 15 1688 Date of Signature Subscribed and sworn to before me at New York, New York Notary Public, State of New York Outside of New York Signature of notary or other officer Contributed find New York County Confidence Field in New York County	14. What compe	ensation or thing of value	have you received to date for	or above services?	See Footnote 1
make any contributions of money or other things of value from your own funds or possessions and on your own behalf in connection with an election to political office or in connection with any primary election, convention, or caucus held to select can didates for political office? Yes No If yes, furnish the following information: Amount of Name of Name of Political organization candidate N/A April 15,1588 Date of Signature Subscribed and sworn to before me at New York, New York Notary Public, State of New York No. 03-4606427 Qualified in Bronx County Certificiae Filed in New York County Certificiae Filed in New York County	Date		From Whom Received		Amount
Date of Signature Subscribed and sworn to before me at Subscribed and sworn to before me at New York, New York Notary Public, State of New York No. 03-4606427 Qualified in Bronx County Certificate Field in New York County Certificate Field in New York County	If yes, furnis	h the following informati Amount of	on: Nam		
Date of Signature Subscribed and sworn to before me at Subscribed and sworn to before me at New York, New York April 15,1988 F. ALAN PASTORE Notary Public, State of New York No. 03-4606427 Qualified in Bronx County Certificate Filed in New York County	Date	thing of value	ponucar or	gamzation	candidate
Date of Signature Subscribed and sworn to before me at New York, New York this 15th day of April , 19 88 F. ALAN PASTORE Notary Public, State of New York No. 03-4606427 Qualified in Bronx County Certificate Filed in New York County		N/A		0.4	
Date of Signature Subscribed and sworn to before me at	Apr	01 15,1588		Murece	B Fred
his 15th day of April , 19 88 F. ALAN PASTORE Notary Public, State of New York No. 03-4606427 Qualified in Bronx County Certificate Filed in New York County					Signature
F. ALAN PASTORE Notary Public, State of New York No. 03-4606427 Qualified in Broav County Certificate Filed in New York County		Subscribed	l and sworn to before me at	New York,	New York
Notary Public, State of New York No. 03-4606427 Signature of notary or other officer Qualified in Bronx County Certificate Filed in New York County	this <u>15th</u>	day of	April , 19 88	(Vin Contra
My commission expiresCommission Expires July 31, 1989, 19		Notary F	ublic, State of New York No. 03-4606427	Signature of n	otary or other officer
	My commission	Certificate	Filed in New York County		

Footnote: Political activities as defined in Section 1(0) of the Act means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, persuade, or in any other way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

Footnote 1: No compensation has been or will be received by me in connection with these services other than the salary received by me for all work done by me for the law firm (the registrant) of which I am an associate.

Under the Foreign Agents Registration Act of 1938, as amended

Washington, D.C. 20530

Each partner, officer, director, associate, employee and agent of a registrant is required to file a short form registration statement unless he engages in no activities in furtherance of the interests of the registrant's foreign principal or unless the services he renders to the registrant are in a secretarial, clerical, or in a related or similar capacity.

1. Name	Registration No.
Edwin B. Mishkin	508
2. Residence Address 8 East 83rd Street, Apt. #10B New York, NY 10028	3. Business Address One State Street Plaza New York, NY 10004
4. Date and Place of Birth February 1, 1937; New York, NY Present Citizenship	5. If present citizenship was not acquired by birth, indicate when, where, and how acquired.
U.S.A.	N/A
6. Occupation	
Attorney	
7. What is the name and address of the individual or organ statement?	nization whose registration made it necessary for you to file this
Name Cleary, Gottlieb, Steen & Hamilton	One State Street Plaza Address New York, NY 10004
8. List every foreign principal of the individual or organization. CSR Limited, Sydney, Australia; The G	ion named in Item 7. overnment of the Philippines; BNS, Inc.
9. Indicate your connection with the individual or organizat	tion named in Item 7: ☐ employee ☐ agent
0. Describe in detail all services which you have rendered or ware no longer rendering such services, indicate period of page	vill render to the individual or organization named in Item 7. If you ast services. (If space is insufficient, a full insert page must be used.)
As a partner in the law firm of Clethe registrant, I perform services its foreign principal, BNS, Inc. The legal services as may be requested and as could be regarded as requiris	upon its request and on behalf of his is expected to include such by BNS, Inc. from time to time

11.	Do any of the above CXYes \(\subseteq \text{No} \)	described services inc	lude political activity as	defined in the foo	otnote below?	
	If yes, fully describe	such political activity.				
			or represent B			uls.
12.	The services describe full time basis	d in Item 10 are to be	rendered on a	pasis		□ special basis
13.			ill receive for above ser		otnote 1 % of	
	☐ Fee: Amount \$		☐ Othe	r thing of value		
 14.	What compensation of	or thing of value have	you received to date fo	r above services?	See Footno	ote 1
	Date		From Whom Received			Amount
		on to political office or i fice? Yes □ I	nings of value from your on connection with any p No ⊠			
		mount of ng of value	Name political org			Name of candidate
	Date	of Signature	tr	Fd	Signature	
		Subscribed and	sworn to before me at.	New York	., New York.	
this	15th	- day of April	, 19_88		0	` 1
Μυ	commission expires _	LAWRENCE B. FR Notary Public, State of No. 31-47956 Qualified in New Yor Commission Evolution	of New York 571 wk County	Signature of	notary or other of	ficer

Footnote: Political activities as defined in Section I(o) of the Act means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, persuade, or in any other way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

Footnote 1: No compensation has been or will be received by me in connection with these services other than the proportion of net earnings of the firm received by me for all work done by me for the law firm (the registrant) of which I am a partner.